

LINDBLOOM CHAD

Form 4

February 06, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LINDBLOOM CHAD

2. Issuer Name **and** Ticker or Trading
Symbol
C H ROBINSON WORLDWIDE
INC [CHRW]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
14701 CHARLSON ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2013

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VP, Chief Financial Officer

EDEN PRAIRIE, MN 55347

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/04/2013		F	(A) or (D) Amount 19,954 (1) D Price \$ 66.15	116,048	D	
Common Stock	02/06/2013		A	15,156 (2) A \$ 0	131,204 (3)	D	
Common Stock					12,664	I	By Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Date of Acquisition or Disposition (Instr. 3, 4, and 5)
Option (Right to Buy)	\$ 68.81	02/06/2013		A	4,564	02/06/2013 12/07/2021	Common Stock	4,564

Reporting Owners

Reporting Owner Name / Address	Relationships
LINDBLOOM CHAD 14701 CHARLSON ROAD EDEN PRAIRIE, MN 55347	Director 10% Owner Officer Other VP, Chief Financial Officer

Signatures

/s/ Troy Renner,
Attorney-in-Fact 02/06/2013

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Number of shares withheld to cover withholding taxes associated with the issuance of 44,550 shares of Issuer common stock in settlement of an equal number of vested performance restricted stock units previously credited to the reporting person's account in the Issuer's Non-qualified Deferred Compensation ("NQDC") Plan. The units had previously been reported in Table I.

(2) Number of performance restricted stock units that vested on 2/6/13 upon certification by the Issuer's compensation committee. Such vested units have been credited to the reporting person's account in the Issuer's NQDC Plan and will be settled in an equal number of shares of Issuer common stock at specified future dates.

(3) Included in this amount are 75,516 shares of Issuer common stock issuable in settlement of an equal number of vested performance restricted stock units credited to the reporting person's account under the Issuer's NQDC Plan, and 55,688 shares held directly by the reporting person. The reporting person had previously reported 149,268 vested and unvested performance restricted stock units as indirectly beneficially owned shares through a rabbi trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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